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August 27, 2003

Securities & Exchange Commission 450 Fifth Street N. W. Washington, DC USA 20549 SEP 11 2003
THOMSON SHANCIAL

Attention: Office of International Corporate Finance

Dear Sirs:

Re: Pacific Lottery Corporation (formerly known as Applied Gaming Solutions of Canada Inc.)
File No. 82-4832

Please accept for filing the following documents that include information required to be made public:

- 1. Notice of Meeting and Record Date
- 2. Interim Financial Statements/BCSC Form 51-901F

Yours truly,

ALBERTA COMPLIANCE SERVICES INC.

Sherri Van Ham

Associate

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82-4832

# ALBERTA COMPLIANCE SERVICES INC.

602, 304 - 8 Avenue S W, Calgary, Alberta T2P 1C2 Ph (403) 216-8450 Fax (403) 216-8459 email: info@albertacompliance.com

August 19, 2003

Alberta Securities Commission British Columbia Securities Commission Ontario Securities Commission TSX Venture Exchange

Attention: Continuous Disclosure

Dear Sirs:

Re: Pacific Lottery Corporation

On behalf of our above captioned client, we wish to confirm the following dates regarding their upcoming meeting:

MEETING TYPE Annual and Special DATE OF MEETING October 17, 2003 Calgary, AB **MEETING LOCATION** CLASS OF SECURITIES ENTITLED TO RECEIVE NOTICE Common Common CLASS OF SECURITIES ENTITLED TO VOTE CUSIP NO 694526-104 September 12, 2003 September 12, 2003 RECORD DATE FOR NOTICE RECORD DATE FOR VOTING BENEFICIAL OWNERSHIP DETERMINATION DATE September 12, 2003 MATERIAL MAIL DATE September 22, 2003 **BUSINESS** Non-Routine

Yours truly, ALBERTA COMPLIANCE SERVICES INC.

"Sherri Van Ham"

Sherri Van Ham Associate

cc Pacific Lottery Corporation Computershare Trust Company of Canada (for your information only) Consolidated Financial Statements of

# **PACIFIC LOTTERY CORPORATION**

(formerly Applied Gaming Solutions of Canada Inc.)

For the six months ended June 30, 2003 and 2002

(Unaudited)

(Amended)

(formerly Applied Gaming Solutions of Canada Inc.)

#### **Consolidated Balance Sheets**

(Unaudited)

	AS AT	June 30,	December 31,
		2003	2002
Assets			
Current assets:			
Cash		\$ 3,366,206	\$ 89,
Accounts receivable		<del>-</del>	2,
Prepaid expenses		14,770	1,
		3,380,976	93,
Capital assets		488,783	438,
Other assets		4,205	•
		\$ 3,873,964	\$ 531,
Liabilities and Shareholders' Equity (Deficiency)			
Current liabilities:			
Accounts payable and accrued liabilities		\$ 98,343	\$ 283,
Accrued interest on debt		-	3,842,
Related party advances			852,
Short-term debt			2,250,
· · · · · · · · · · · · · · · · · · ·	144 F 7 T 7 T 7	98,343	7,228,
Long-term debt		-	500,
		98,343	7,728,0
Shareholders' equity (deficiency)			
Share capital		25,733,204	16,340,
Deficit		(21,957,583)	(23,537,1
		3,775,621	(7,196,2
General information (note 1)	ige.		
		\$ 3,873,964	\$ 531,
		3,073,201	551,
See accompanying notes to consolidated financial statements			
Approved on behalf of the Board:			
		Service Control	
(Signed) "Peter Wallis"	,Directo	or	
(Signed)''David Aftergood''	,Directo	or	

(formerly Applied Gaming Solutions of Canada Inc.)

Consolidated statement of Operations and deficit
(Unaudited)

	For the six ended Ju	For the three months ended June 30		
	2003	2002	2003	2002
		(restated)		(restated)
Revenue:				
Lottery	\$ 32,215	\$ 33,669	\$ 15,947	\$ 15,184
<del></del>	32,215	33,669	15,947	15,184
and the contract of the second of the contract	22 1.1	. 2.		
Expenses:		4		
General and administrative	625,462	1,057,090	326,540	708,649
Interest on short -term debt and contracts payable	818	1,165,714	(438,351)	549,797
Interest on long-term debt	-	75,311	(48,768)	39,050
Depreciation and amortization	94,189	1,015,573	55,419	917,592
	720,469	3,313,688	(105,160)	2,215,088
Net income (loss) from continuing operations	(688,254)	(3,280,019)	121,107	(2,199,904)
Other: Settlement of debt		9,631,066 9,631,066		9,631,066 9,631,066
		. , ,	10.0	· · · · · ·
Net income (loss)	(688,254)	6,351,047	121,107	7,431,162
Deficit, beginning of year	(21,269,329)	(28,508,507)	(22,078,690)	(29,588,622)
Deficit, end of year	\$ (21,957,583)	\$ (22,157,460)	\$ (21,957,583)	5(22,157,460)
Weighted average shares outstanding	31,588,362	33,690,581	40,370,683	33,690,581
Income (loss) per share before other item	\$ (0.02)	\$ (0.10)	\$ -	\$ (0.07)
Income (loss) per share				

See accompanying notes to consolidated financial statements

(formerly Applied Gaming Solutions of Canada Inc.)

Consolidated Statements of Cash Flows
(Unaudited)

	For the si ended J		For the three months ended June 30		
	2003	<del></del>	2003	2002	
	2003	2002		2002	
Cash provided by (used in):		g e e e e e e e e e e e e e e e e e e e	1		
Cash provided by (used in).					
Operations:			•		
Net income (loss)	\$ (688,254)	\$ 6,351,047	\$ 121,107	\$ 7,431,162	
Items not involving cash:					
Gain on debt settlement	-	(9,631,066)	-	(9,631,066)	
Short-term debt	-		(438,910)	-	
Long-terra debt	-	, · · · · -	(48,768)	=	
Familian analysis a division and	(262.740)	277.744	(2/2 7/0)	277 744	
Foreign exchange adjustment	(263,749) 94,189	377,744	(263,749) 55,419	377,744	
Depreciation	94,189	-	33,419	-	
Amortization	-	1,015,573	· · · · -	917,592	
Cash flow (outflow) from operations	(857,814)	(1,886,702)	(574,901)	(904,568)	
Change in non-cash working capital balances	(195,574)	1,889,348	(227,277)	922,802	
gotti film karan kar	(1,053,388)	2,646	(802,178)	18,234	
		Jan. 19th Control			
Section 1997 and the section of the		$\mathbf{c} = \mathbf{c}_{i}$			
Financing:					
Issue of common shares, net of issue costs	9,488,297		9,488,297	_	
Issue costs	(95,917)	-	(95,917)	-	
Proceeds on loan from related party	(1,169,412)	tati 💂 🔻	(1,331,520)	-	
Retained earnings adjustment on debt settlement	(3,842,456)		(3,842,456)	_	
	4,380,512	<u> </u>	4,218,404	-	
Investing:					
Acquisition of capital assets, net	(50,020)	-	(50,020)		
· · ·	(50,020)	<u> </u>	(50,020)		
Increase (decrease) in cash	3,277,104	2,646	3,366,206	18,234	
Cash position, beginning of year	89,102	-	-	(15,588)	
Cash position, end of year	\$ 3,366,206	<u> </u>	\$ 3,366,206	\$ 2,646	

See accompanying notes to consolidated financial statements

(formerly Applied Gaming Solutions of Canada Inc.) Notes to Consolidated Financial Statements

For the six months ended June 30, 2003

Pacific Lottery Corporation (the "Company") is incorporated under the laws of the Province of Alberta. The principal business of the Company is to research, develop, manufacture, operate and manage lottery gaming central systems.

#### 1. Significant accounting policies:

The accounting policies and methods of their application in these financial statements are unchanged from the most recent annual financial statements and therefore should be read in conjunction with the most recent annual financial statements.

#### 2. General information:

On May 30, 2002 a 2002 Share Purchase Agreement was executed between Pacific Lottery Corporation ("PLC") and the shareholder of Emerging Market Solutions International Inc. ('EMSI"); subject to certain conditions (inclusive of debt settlement, conversion of preferred shares, and regulatory approvals of PLC), and whereby all of the shares of EMSI were sold to PLC (closing April 7, 2003). The purchase price having been 18,333,333 convertible preferred shares at an issue price of thirty cents (\$0.30) per share.

The 2002 Share Purchase Agreement was made with a complimentary agreement being executed with LWSI, releasing EMSI from all obligations emanating from a previous agreement, and the signing of an agreement between PLC, EMSI, and Lottery and Wagering Solutions Inc. ("LWSI") settling the note payable owing to LWSI in exchange for shares of PLC.

The LWSI Agreement, executed on October 10, 2002, released EMSI and LWSI from all obligations, respectively, under a former acquisition agreement. In anticipation of closing on the 2002 Share Purchase Agreement, LWSI had advanced EMSI cash of approximately \$1,580,000 and incurred costs of approximately \$694,000, for which EMSI recognised an account payable to LWSI. Under the terms of the LWSI Agreement, LWSI accepted consideration, for the amount payable to it by EMSI, shares issued by PLC at a rate of thirty cents (\$0.30) per share, as satisfaction of the outstanding liability to LWSI from EMSI. The settlement of the total liability owing to LWSI resulted in 7,962,620 additional shares of PLC being issued over and above the 18,333,333covertible preferred shares issued to the shareholder of EMSI. Closing of the LWSI Agreement effectively settled any balance owing from EMSI to LWSI. The 2002 Share Purchase Agreement closed April 7, 2003.

Closing on April 7, 2003, the Company concluded a private placement of shares with Genting International Management Services Pte. Ltd. ("GIMS"). The Company sold 18, 000,000 common shares at twenty five cents (\$0.25) per share and 18,000,000 share purchase warrants convertible to common shares at twenty five cents (\$0.25) per share expiring two (2) years from closing. Consideration received by the Company for this transaction was \$4,500,000.

(formerly Applied Gaming Solutions of Canada Inc.) Notes to Consolidated Financial Statements

For the six months ended June 30, 2003

#### 2. General information (continued):

Closing on April 7, 2003, the Company concluded a debt settlement agreement with two related parties, those extending the debt being settled, to eliminate the short-term, long-term, and accrued interest on debt. In exchange for 9,166,666 common shares of PLC the Company extinguished the \$2,250,000 short term debt, \$250,000 long term loan payable, \$250,000 Series II preferred shares, as well as, all the interest accrued on both the short and long term debts up to the time of closing of this agreement.

Closing April 7, 2003, the Company issued 1,400,000 warrants exercisable at thirty cents (\$0.30) per share for a two (2) year period to LWSI as a finders fee in relation to the additional financing and settlements also closed on this date.

Closing April 7, 2003, the Company has issued 100,000 warrants exercisable at thirty cents (\$0.30) per share for a one and a half year (1.5) period to Leede Financial Markets Inc. per a Share Option Agreement executed on the closing date for their efforts in sponsoring of new financing and the Companies restructuring reflected in the agreements otherwise closing April 7, 2003.

# BRITISH COLUMBIA SECURITIES COMMISSION QUARTERLY REPORT

BC Form 51-901F

ISSUER DETAILS NAME OF ISSUER	FOR END	QUARTER FD	DATE OF REPORT yy/ mm/dd 03/08/06
Pacific Lottery Corporation		30, 2003	35,33,30
ISSUER'S ADDRESS 2937 - 19 <sup>th</sup> Street N.E.			
CITY PROVINCE Calgary Alberta	POSTAL CODE T2E 7A2	ISSUER FAX NO. 403-266-8909	ISSUER TELEPHONE NO. 403-266-8900
CONTACT NAME David Aftergood	CONTACT'S PC President and Cl Officer		CONTACT TELEPHONE NO. 403-266-8900
CONTACT EMAIL ADDRESS davidaftergood@ags.ca	W. C. C.	EBSITE ADDRE www.ags.ca	SSS

#### **CERTIFICATE**

The three schedules required to complete this Quarterly Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Quarterly Report will be provided to any shareholder who requests it.

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DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED yy/mm/dd
· · · · · · · · · · · · · · · · · · ·	David Aftergood	May 30, 2003
(signed)		
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED yy/mm/dd
	Peter Wallis	May 30, 2003
(signed)		

# **PACIFIC LOTTERY CORPORATION** FORM 51-901F - YEAR END REPORT

June 30, 2003

## SCHEDULE B: SUPPLEMENTARY INFORMATION

Analysis of expenses and deferred costs

The major components of general and administration costs are:

	2003		
Consultant fees			\$136,672
Due, subscription & licenses		·	674
Salaries and benefits	part to the contract of the co		51,947
Foreign exchange (gain) loss			263,749
Office expense			83,988
Professional fees	· · · · ·		1,848
Public company costs			56,153
Rent expense	The second secon		17,112
Telephone & communications expens	evagence of the second of		3,704
Travel & promotion			45,386
Vietnam G&A			61,309
Bad debt expense			(97,081)
			\$625,462

#### 2. Related party transactions

Due to related parties consist of:

	June 30	, 2003	Decemb	er 31, 2002
Due to EMSI (acquired by Corporation April 7, 2003)	\$	_	\$	618,650
Due to Genting International Management Services Pte. Ltd.		-		233,895
	\$	-	\$	852,545

- 3. Summary of securities issued and options granted during the period
  - a) Securities issued during the period:

Date of Issue	Type of Security	Type of Issue	Number	Price	Total Proceeds	Type of Consideration
April 7, 2003	Preferred Shares	Series 3	18,333,333	\$0.30	\$5,500,000	Total outstanding shares of EMSI
April 7, 2003	Common Shares		9,166,666	\$0.30	\$2,750,000	Debt forgiveness
April 7, 2003	Common shares		7,962,620	\$0.30	\$2,388,786	Debt forgiveness
April 7, 2003	Common shares	N/A	18,000,000	\$0.25	\$4,500,000	cash

- b) Options granted during the period: Nil
- c) Warrants granted during the period:

18,000,000 each converting to one common share for \$0.25, term to April 7, 2005 1,400,000 each converting to one common share for \$0.30, term to April 7, 2005 100,000 each converting to one common share for \$0.30, term to April 7, 2004

- 4. Summary of securities as at the end of the reporting period:
  - a) Description of authorized share capital
    Unlimited number of common shares
    Unlimited number of preferred shares, issuable in series
    18,333,333 preferred shares Series 3
  - b) Number and recorded value for shares as at the end of this reporting period

Issued and outstanding: 40,370,683 common shares with a recorded value of \$25733,204 18,333,333 preferred shares Series 3 with a recorded value of \$1

c) Description of options and warrants outstanding

Number	Exercise Price	Expiry Date	
10,000	\$6.00	April 8, 2004	
5,000	\$9.10 June 23, 2004		
28,500	\$5.30 November 14, 2004		
47,500	\$4.60	January 25, 2005	
5,652	\$4.60	April 18, 2005	
65,333	\$3.00	May 23, 2005	
18,500	\$2.00	February 21, 2006	

180,485

d) Number of shares subject to escrow or pooling agreements: Nil Directors and Officers as at the date this report is signed and filed: 5.

Name	Position
David A. Aftergood	Director, President and Chief Executive Officer
Peter C. Wallis	Director
Dale H. Laniuk	Director
James F. Kelleher, PC, QC	Director
Larry W. Ruptash	Director
Richard W. De Vries	Director
Lim Kok Thay	Director
Justin Tan Wah Joo	Director

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FORM 51-901F - YEAR END REPORT

June 30, 2003

#### SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS (Page 1 of 3)

Pacific Lottery Corporation (the "Corporation") is incorporated under the laws of the Province of Alberta. The principal business of the Corporation is to research, develop, manufacture, operate and manage lottery gaming central systems.

#### General

#### Cash

The increase in cash is due largely to proceeds of a private placement closed April 7, 2003. This placement provided for \$4,500,000 in exchange for 18,000,000 common shares. The use of this cash reflected on the balance sheet emanates from immediate repayment of outstanding debt, ongoing operational expenses, and project development.

#### Accounts Payable

The substantial decrease in accounts payable and all other liabilities of the Corporation are as a result of private placements in exchange for debt forgiveness and repayment from proceeds. All of which transpired on April 7, 2003. Reducing liabilities from over \$7.2 million to less than \$0.1 million represents a momentous change for the Corporation allowing for real achievement in its operations in Vietnam.

#### General and Administrative Expenses

The decrease in these expenses over the same period in 2002 can be attributed to reductions in overhead implemented in the last half of 2001 and continuing through 2002 into the current year. With the resumption of the companies focus on development in Vietnam following the new financing, having closed in this quarter, the company will see some rise to overheads to meet the needs of its planned expansion into Vietnam.

#### Interest Expense

The decrease in interest expense arises out of the retirement of all the significant debt of the Corporation this quarter. A result of the closing of private placements for cash and debt forgiveness occurring April 7, 2003.

FORM 51-901F - YEAR END REPORT June 30, 2003

#### SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS (Page 2 of 3)

#### Depreciation and Amortization

Depreciation and amortization have decreased over the prior year due to a review of the cash flows being generated from Hanoi operations and the remaining life of the contract with the government of Vietnam. Those cash flows warranted a reduction to the capital asset balance of approximately \$770,000 in the prior year. Charged through depreciation and amortization.

#### <u>Deferred Development Costs</u>

All deferred costs had been expensed as of December 31, 2002. No further costs have been deferred at this time.

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#### General information:

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FORM 51-901F - YEAR END REPORT June 30, 2003

#### SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS (Page 3 of 3)

Closing on April 7, 2003, the Company concluded a private placement of shares with Genting International Management Services Pte. Ltd. ("GIMS"). The Company sold 18, 000,000 common shares at twenty five cents (\$0.25) per share and 18,000,000 share purchase warrants convertible to common shares at twenty five cents (\$0.25) per share expiring two (2) years from closing. Consideration received by the Company for this transaction was \$4,500,000.

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